

**EXHIBIT 28**  
**9/28/12 ZAVIN DECLARATION**  
**CASE NO. 12-4175-WHP**

**LeAnn Piotrowski**

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**From:** Dylan Bates  
**Sent:** Wednesday, May 30, 2012 11:18 PM  
**To:** Drilon Qehaja; Nunzio Castellano; 'Tony Hoti'  
**Subject:** Spanski thoughts

Guys, I should be available at approx. 10am tomorrow for a brief discussion. But, here are a few bullet points that are on my mind;

1. Regardless of the contractual breach of Spanski that we all agree upon...we technically owe him all payments up until we found out that he lost the channel
2. This business is not viable if Spanski doesn't drop the minimums
3. The only way we will get him to drop the minimums is to offer equity...my proposal is this
  - a. We drop lawsuit if he drops his lawsuit
  - b. We get current with all actual subscriber payments with Spanski immediately (no minimums)
  - c. We offer Spanski 10% of IP right away with an elimination of the minimums(past amounts owed as well as no minimums going forward)...with the opportunity to earn into additional 1% per 1,000 subs that he gets to convert
    - i. I do not want to offer anything less or get too cute with this guys...this business is done and we end up in court for months with this guy if we don't cut a deal that works for both of us
  - d. If Spanski is not agreeable to this, we need to regroup immediately
  - e. We need to defend ourselves in the lawsuit if he is unwilling to drop it (need to select attorney)
  - f. Remember, he will lose significant revenue if he refuses to play ball with us – but we need to make it work for him
  - g. He should feel as though I'm very detached from the business (he thinks I have very deep pockets and that is why I believe he feels he has leverage)...we have leverage if he knows that unless he's reasonable, there will be no more business
  - h. He needs to know that TVN is very serious about putting \$\$ into this...tell him he is getting in for simply eliminating the minimums....TVN will have to buy in

There are many other open items that need to be resolved with this business guys...but this is the most pressing, obviously

We are not in a position to posture up at this point guys...we need to work something out with this unreasonable guy

Tony and Nunzio should lead the discussions with Bob in my opinion

Talk soon, Dylan

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